

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bear Stearns Corporate Lending Inc., as Initial Collateral Agent		08/01/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	GB Merchant Partners, LLC, as Successor Collateral Agent		
Street Address:	101 Huntington Ave.		
Internal Address:	10th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02199		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	1765311	CROSS & WINSOR	
Registration Number:	1510486	BOSCOV'S	
Registration Number:	2575237	STARTING POINT	
Registration Number:	1554843	SEQUENCE	
Registration Number:	2231120	ASHLEY COOPER	
Registration Number:	3272833	NEW @TITUDE	
Registration Number:	3174872	KITCHEN CORNER	
Registration Number:	3082756	B KIDS	
Serial Number:	78405791	COOPER HOME COLLECTION	
CORRESPONDENCE DATA			
Fax Number:	(617)526-9899		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

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Phone: 6175269628
Email: cslattery@proskauer.com
Correspondent Name: Christine Slattery
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ATTORNEY DOCKET NUMBER:	31528/003
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NAME OF SUBMITTER:	Christine Slattery
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Signature:	/Christine Slattery/
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Date:	08/13/2008
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Total Attachments: 6
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ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

ASSIGNMENT dated as of August 1, 2008, from Bear Stearns Corporate Lending Inc., as initial collateral agent (the "Initial Collateral Agent"), to GB Merchant Partners, LLC, as successor collateral agent (together with its successors and assigns, the "Successor Collateral Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Intellectual Property Security Agreement, dated as of March 20, 2008 (the "IP Security Agreement"), by and among Boscov's Department Store, LLC, SDS, Inc., Boscov's Inc., Boscov's Transportation Company LLC, Boscov's PSI Inc., Boscov's Investment Company, Boscov's Finance Company, Inc. and Retail Construction & Development, Inc. (individually, as a "Grantor" and collectively, as the "Grantors") and the Initial Collateral Agent, the Grantors granted a security interest to the Initial Collateral Agent in certain IP Collateral (as defined therein); and

WHEREAS, the IP Security Agreement was recorded with the Trademark Assignment Division of the United States Patent and Trademark Office on March 24, 2008, at Reel 003745 and Frame 0373; and

WHEREAS, the IP Security Agreement was recorded with the Patent Assignment Division of the United States Patent and Trademark Office on March 24, 2008, at Reel 020691 and Frame 0378; and

WHEREAS, the Initial Collateral Agent has assigned all of its rights, powers and privileges as Collateral Agent under the Credit Agreement (as such term is defined in the IP Security Agreement) and the IP Security Agreement to the Successor Collateral Agent; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Initial Collateral Agent hereby acknowledges and agrees as follows:

1. Definitions. The term "IP Collateral" shall have the meaning ascribed to it in the IP Security Agreement, and includes, the Trademarks (including without limitation, those items listed on Schedule A hereto) and the Patents (including, without limitation, those items listed on Schedule B hereto). The terms "Trademarks," "Patents" and "Collateral Agent" also shall have the meanings ascribed to them in the IP Security Agreement.

2. Assignment of Security Interest. The Initial Collateral Agent hereby assigns all of its rights, powers and privileges under the IP Security Agreement, including those respecting the IP Collateral, to the Successor Collateral Agent.

3. Further Assurances. The Initial Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect this Assignment.

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Security Interest in Intellectual Property by its duly authorized officer as of the date first written above.

BEAR STEARNS CORPORATE LENDING INC.,
as Existing Agent and as sub-agent for the Successor
Agent for the limited purposes set forth herein

By: JPMorgan Chase Bank, N.A., as authorized
signatory

By: Mayura Casuba
Name:
Title:

Mayura Casuba
Authorized Signatory

EXHIBIT A

List of Trademarks and Trademark Licenses

List of Trademarks and Trademark Licenses

Trademark Registrations and Applications

<u>Mark</u>	<u>Owner</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Status</u>
CROSS & WINSOR	Boscov's Investment Company	1765311	November 26, 1991	REGISTERED
BOSCOV'S	Boscov's Investment Company	1510486	October 13, 1987	REGISTERED
STARTING POINT	Boscov's Investment Company	2575237	April 27, 2000	REGISTERED
SEQUENCE	Boscov's Investment Company	1554843	December 13, 1988	REGISTERED
ASHLEY COOPER	Boscov's Investment Company	2231120	November 22, 1996	REGISTERED
NEW @TTITUDE	Boscov's Investment Company	3272833	January 26, 2005	REGISTERED
COOPER HOME COLLECTION	Boscov's Investment Company	78-405791 *	April 21, 2004	PENDING INTENT TO USE
KITCHEN CORNER	Boscov's Investment Company	3174872	April 21, 2004	REGISTERED
B KIDS	Boscov's Investment Company	3082756	May 6, 2005	REGISTERED

* Denotes United States Patent and Trademark Office serial number.

Trademark Licenses

None.

EXHIBIT B

List of Patents and Patent Licenses

List of Patents and Patent Licenses

Patents and Patent Applications

<u>Applicant</u>	<u>Title</u>	<u>Docket No.</u>	<u>Application No.</u>	<u>Date of Filing</u>
Boscov's Department Store, LLC, as assignee of one of its employees, Dean E. Sheaffer	"Method and System for Providing Multiple Credit Lines"	026938-00003	10/986165	November 12, 2004

Patent Licenses

None.

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